

RESOLUTION

I Chaim Lobl, the managing member of Midway Market Square Elyria LLC, a Delaware limited liability company (“Midway” or the “Debtor”), hereby certify that at a special meeting of the Board of Managers of Midway (the “Board”), duly called and held on October 27, 2020, the following resolutions were adopted in accordance with the requirements of the Delaware Limited Liability Company Law and Midway’s limited liability company agreement and that these resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of Midway, and other interested parties that a petition be filed by Midway, seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”).

RESOLVED, that Midway is empowered and directed to execute and verify a petition and amendments thereto under Chapter 11 of the Bankruptcy Code (the “Chapter 11 Case”) and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York.

RESOLVED, that the law firm of Tarter Krinsky & Drogin LLP is hereby engaged as attorneys for the Debtor under a general retainer in the Chapter 11 Case, subject to any requisite bankruptcy court approval.

RESOLVED, that Midway shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of Midway, to execute and file all petition, schedules, motions, lists, applications, pleadings and other papers, and to take and perform any and all further acts and deeds which he or she deems necessary, proper or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of such case.

RESOLVED, that, any and all past actions heretofore taken by officers of Midway in the name and on behalf of the Debtor in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

IN WITNESS WHEREOF, I have set my hand this 27th day of October 2020

By: /s/ Chaim Lobl
Chaim Lobl
*Vice President of Managing Member of
Midway Market Square Elyria LLC*